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DANIEL WEBSTER COON +  
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JAMES E. BRAMMER  
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ALAN R. SWENDIMAN +  
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JAMES R. MICHAL  
WILFORD L. WHITLEY, JR.  
CLIFFORD A. WILPON +  
DAVID H. COX \*  
RICHARD W. BRYAN  
\*ALSO ADMITTED IN MARYLAND  
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LAW OFFICES  
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(202) 457-1600

RECORDATION NO. 12928-C April 27, 1981  
Filed 145

APR 28 1981 - 10 35 AM  
INTERSTATE COMMERCE COMMISSION

1-118A018

No. \_\_\_\_\_  
Date APR 28 1981  
Fee \$ \_\_\_\_\_  
ICC Washington, D. C.

MARYLAND OFFICE  
200 A MONROE STREET  
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2000 N. 16TH STREET  
ARLINGTON, VIRGINIA 22201  
(703) 522-1330

ROGER H. MUZZALL  
COUNSEL

DIRECT DIAL NUMBER

457-1634

RECEIVED  
APR 28 10 29 AM '81  
FEE OPERATION BR.

Ms. Agatha L. Mergenovich  
Office of the Secretary  
Recordation Office  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Re: Crocker Investor Lease Corporation;  
Funding Systems Railcars, Inc., and  
FSC Corporation: Four Hundred (400)  
100-ton gondola cars; File No. 12928

Dear Ms. Mergenovich:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. § 11303, and Part 1116 of Title 49 of the Code of Federal Regulations, I request, as special counsel for Funding Systems Railcars, Inc., that the enclosed document be recorded and filed by the Interstate Commerce Commission.

You will find enclosed herewith an original and five certified copies of the following document:

"Third Supplement to Lease of Railroad Equipment,"  
dated as of March 25, 1981, among Crocker Investor  
Lease Corporation, as Lessor, Funding Systems Railcars,  
Inc., as Lessee, and FSC Corporation, as Guarantor.

This Third Supplement is intended to effectuate an Amendment to Annex A to the Lease, dated as of January 1, 1981, by Funding Systems Railcars, Inc., of Four Hundred (400) 100-ton gondola cars

*Countersigned -  
Christine H. Gifford*

Ms. Agatha L. Mergenovich  
April 27, 1981  
Page two

from Crocker Investor Lease Corporation. The following Ten (10) gondola cars which had been marked with the following road numbers and markings have been re-marked and currently bear the following road numbers and markings:

Old Road Numbers

USLX 40208  
USLX 40207  
USLX 40248  
USLX 40249  
USLX 40250  
USLX 40266  
USLX 40265  
USLX 40268  
USLX 40267  
USLX 40264

New Road Numbers

BAR 34100  
BAR 34101  
BAR 34102  
BAR 34103  
BAR 34104  
BAR 34105  
BAR 34106  
BAR 34107  
BAR 34108  
BAR 34109

Each of the Ten (10) gondola cars is a 100-ton vehicle, 52 feet, 6 inches and is being constructed by Evans Transportation Company and/or Evans Railroad Car Leasing Company.

The party filing this Third Supplement to Lease of Railroad Equipment, in accordance with Section 5 of said Lease, is:

Funding Systems Railcars, Inc.  
2215 Sanders Road  
Suite 370  
Northbrook, Illinois 60062  
Attention: President

You will find enclosed a check made payable to the I.C.C. for the sum of Ten Dollars (\$10.00) as payment of the filing fee.

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

David H. Cox  
Jackson, Campbell & Parkinson, p.c.  
One Lafayette Centre  
Suite 300 South  
1120 20th St. N. W.  
Washington, D. C. 20036

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/28/81 at 10:35AM, and assigned recordation number(s) - 12928-C

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

12928-C  
APR 28 1981-10 55 AMINTERSTATE COMMERCE COMMISSION

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THIRD SUPPLEMENT  
TO  
LEASE OF RAILROAD EQUIPMENT

Dated as of March 25, 1981

among

CROCKER INVESTOR LEASE CORPORATION,

as Lessor

FUNDING SYSTEMS RAILCARS, INC.,

as Lessee

and

FSC CORPORATION,

as Guarantor

---

400 ONE HUNDRED-TON

GONDOLA CARS

---

LEASE SUPPLEMENT

No. 3

THIRD SUPPLEMENT, dated as of April 24, 1981, TO LEASE OF RAILROAD EQUIPMENT dated as of January 1, 1981 (the "Lease") among Crocker Investor Lease Corporation (hereinafter, together with its successors and assigns, called "Lessor"), Funding Systems Railcars, Inc. (hereinafter called "Lessee") and FSC Corporation (hereinafter called "Guarantor"), filed with the Interstate Commerce Commission pursuant to 49 United States Code Section 11303(a) (Recordation No's 12928, 12928-A and 12928-B).

The Lessee hereby certifies that the following new road numbers have been assigned to Units of Equipment under the Lease as follows:

Old Road Numbers

USLX 40208  
USLX 40207  
USLX 40248  
USLX 40249  
USLX 40250  
USLX 40266  
USLX 40265  
USLX 40268  
USLX 40267  
USLX 40264

New Road Numbers

BAR 34100  
BAR 34101  
BAR 34102  
BAR 34103  
BAR 34104  
BAR 34105  
BAR 34106  
BAR 34107  
BAR 34108  
BAR 34109


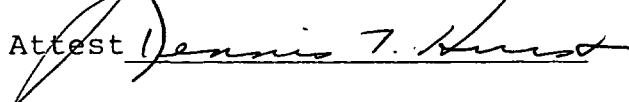
In Witness Whereof, the Lessee has caused its duly authorized officer to execute this Supplement this 24<sup>th</sup> day of April, 1981.

FUNDING SYSTEMS RAILCARS, INC.

(Corporate Seal)

By

Attest

STATE OF ILLINOIS

ss.

COUNTY OF COOK :

On this 24<sup>th</sup> day of April, 1981, before me personally appeared James B. Shein, to me personally known, who being by me duly sworn, says that he is an authorized officer of Funding Systems Railcars, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Sharon Schumacher  
Notary Public

My Commission Expires Jan. 27, 1995